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RECORDATION NO. 17491
FILED 1438

SEP 10 1991 -3 50 PM

September 9, 1991 INTERSTATE COMMERCE COMMISSION

BY FEDERAL EXPRESS

Secretary
Interstate Commerce Commission
Room 2303
Twelfth and Constitution
Washington, D.C. 20423

Attention: Mrs. Mildred R. Lee/
DOCUMENTS FOR RECORDATION

Re: Recordation Number 17491

Dear Secretary:

I am an attorney representing a party to the enclosed document.

I have enclosed multiple original counterparts of the document described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto.

This document is a supplement to lease agreement, a secondary document dated August 30, 1991.

The primary document to which this is connected is recorded under recordation number 17491.

The names and addresses of the parties to the document are as follows:

Lessor: The CIT Group/Equipment Financing, Inc.
270 Park Avenue
New York, New York 10017

SEP 10 3 42 PM '91
MOTOR OPERATING

1-2534010

Mrs. Mildred R. Lee

September 9, 1991

Lessee: Bethlehem Steel Corporation
Bethlehem, Pennsylvania 18016

A description of the equipment covered by the document follows:

230 open top hopper railroad cars having the following running marks and numbers:

MCHX 30815-31044, inclusive

A fee of \$15.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each stamped with your recordation to:

Richard Demarest Yant
SEYFARTH, SHAW, FAIRWEATHER
& GERALDSON
Suite 4200
55 East Monroe Street
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

Equipment Supplement and Acceptance Certificate Number 1, dated August 30, 1991, to Railcar Lease Agreement between Bethlehem Steel Corporation, Bethlehem, Pennsylvania and The CIT Group/Equipment Financing, Inc., New York, New York, dated July 31, 1991 and covering 230 open top hopper railroad cars.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By


Richard Demarest Yant

RDY:lm

Encl.

cc: Allen H. Harrison, Jr. (w/encl.)
Paul A. Lechner (w/encl.)
Timothy White (w/encl.)
Stephen J. Selden (w/encl.)
Joseph Radovsky (w/encl.)

Interstate Commerce Commission
Washington, D.C. 20423

9/12/91

OFFICE OF THE SECRETARY

Richard Demarest Yant

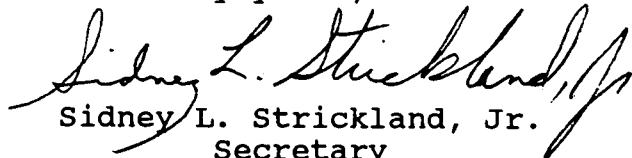
Seyfarth Shaw Fairweather & Geraldson
Suite 2200

55 East Monroe St
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/10/91 at 3:30pm, and assigned recordation number(s). 17491-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

EQUIPMENT SUPPLEMENT AND ACCEPTANCE CERTIFICATE
NUMBER 1

Commencement Date: August 30, 1991

REGISTRATION NO. 17421A
SEP 10 1991 3 50 PM
INTERSTATE COMMERCE COMMISSION

THIS EQUIPMENT SUPPLEMENT AND ACCEPTANCE CERTIFICATE is executed and delivered by THE CIT GROUP/EQUIPMENT FINANCING, INC. ("Lessor") and BETHLEHEM STEEL CORPORATION ("Lessee") pursuant to and in accordance with the Railcar Lease Agreement dated as of July 31, 1991 between Lessor and Lessee (the "Lease", the defined terms therein being used herein with their defined meanings).

1. The Equipment covered by this Supplement consists of the units described in Schedule 1 attached hereto.

2. The Lessor's Cost of the Units covered hereby is set forth in Schedule 1 attached hereto.

3. Lessee hereby: (a) confirms that the Units covered hereby have been inspected by Lessee, have been delivered in good working order and condition and are of the size, design, capacity and manufacture selected by Lessee, and meet the provisions of the purchase orders with respect thereto; and (b) irrevocably accepts said Units "AS-IS, WHERE-IS" for all purposes of the Lease as of the Commencement Date set forth above.

4. Lessee hereby confirms: (i) that no Default or Event of Default is in existence as of the Commencement Date set forth above, nor shall any Default or Event of Default occur as a result of the lease by Lessee of the Equipment specified herein; and (ii) that all representations and warranties of Lessee contained in the Lease or in any document or certificate furnished Lessor in connection herewith, are true and correct as of the Commencement Date set forth above with the same force and effect as if made on such date.

5. All of the terms, provisions and conditions of the Lease are hereby incorporated herein and made a part hereof as if such terms, provisions and conditions were set forth in full in this Supplement. By their execution and delivery of this Supplement, the parties hereto reaffirm all of the terms, provisions and conditions of the Lease.

IN WITNESS WHEREOF, Lessee and Lessor have caused this Supplement to be duly executed by their duly authorized officers as of the Commencement Date set forth above.

LESSEE:

BETHLEHEM STEEL CORPORATION

By: Bruce E. Hunt
Title: Gen. Counsel

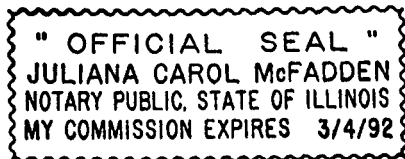
ACCEPTED AS OF THE COMMENCEMENT
DATE SET FORTH ABOVE


THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Mike
Title: VICE PRESIDENT

State of ILLINOIS)
County of COOK) ss.

On this 3rd day of September 1991, before me personally appeared Paul A. Lechner, to me personally known, who, being by me duly sworn, did say that he is a Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.




Notary Public

My commission expires:

State of _____)
County of _____) ss.

On this _____ day of _____, 1991, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he is a _____ of BETHLEHEM STEEL CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires:

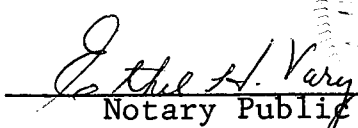
State of)
) ss.
County of)

On this _____ day of _____, 1991, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he is a _____ of THE CIT GROUP/EQUIPMENT FINANCING, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Notary Public

Commonwealth of Pennsylvania)
) ss.
County of Lehigh)

On this 28th day of August, 1991, before me personally appeared Bruce E. Hunt, to me personally known, who, being by me duly sworn, did say that he is the General Credit Manager of BETHLEHEM STEEL CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

NOTARIAL SEAL
Ethel H. Vary, Notary Public
City of Bethlehem, Lehigh County, Pa.
My Commission Expires July 17, 1994

SCHEDULE 1
UNITS SUBJECT TO SUPPLEMENT

PART I: EQUIPMENT

<u>Equipment Description</u>	<u>AAR Designation</u>	<u>Running Nos.</u>
230-Bethlehem Freight Car Division Aluminum Open quick dump ("Rapid Discharge") coal hopper cars with rotary coupler and 3,870 cubic foot capacity	K341	MCHX 30815- 31044